

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:

**THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,**

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors.¹

PROMESA Title III

Case No. 17-BK-3283-LTS

(Jointly Administered)

In re:

**THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,**

as a representative of

PUERTO RICO ELECTRIC POWER AUTHORITY,

Debtor.

PROMESA Title III

Case No. 17-BK-4780-LTS

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority (Bankruptcy Case No. 17-BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

THE FINANCIAL OVERSIGHT AND MANAGEMENT
BOARD FOR PUERTO RICO,

as representative of

PUERTO RICO ELECTRIC POWER AUTHORITY,

Plaintiff/
Counterclaim-
Defendant,

PUERTO RICO FISCAL AGENCY AND FINANCIAL
ADVISORY AUTHORITY, THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS OF ALL TITLE III
DEBTORS, UNION DE TRABAJADORES DE LA
INDUSTRIA ELECTRICA Y RIEGO INC., AND SISTEMA
DE RETIRO DE LOS EMPLEADOS DE LA AUTORIDAD
DE ENERGIA ELECTRICA,

Plaintiff-Intervenors,

v.

U.S. BANK NATIONAL ASSOCIATION, AS TRUSTEE,

Defendant/
Counterclaim-
Plaintiff,

THE AD HOC GROUP OF PREPA BONDHOLDERS,
ASSURED GUARANTY CORP., ASSURED GUARANTY
MUNICIPAL CORP., NATIONAL PUBLIC FINANCE
GUARANTEE CORPORATION, AND SYNCORA
GUARANTEE, INC.,

Defendant-
Intervenors/
Counterclaim-
Plaintiffs.

THE FINANCIAL OVERSIGHT AND MANAGEMENT
BOARD FOR PUERTO RICO,

as a representative of

Adv. Proc. No. 19-00391-LTS

PROMESA Title III

Adv. Proc. No. 19-00391-LTS

PROMESA Title III

PUERTO RICO ELECTRIC POWER AUTHORITY,

Movant,

v.

U.S. BANK NATIONAL ASSOCIATION, AS TRUSTEE,

Defendant/
Counterclaim-
Plaintiff,

THE AD HOC GROUP OF PREPA BONDHOLDERS,
ASSURED GUARANTY CORP., ASSURED GUARANTY
MUNICIPAL CORP., NATIONAL PUBLIC FINANCE
GUARANTEE CORPORATION, AND SYNCORA
GUARANTEE, INC.,

Defendant-Intervenors/
Counterclaim-Plaintiffs.

**AMENDED INFORMATIVE MOTION OF THE
FINANCIAL OVERSIGHT AND MANAGEMENT BOARD
OF PUERTO RICO, AS TITLE III REPRESENTATIVE
OF THE PUERTO RICO ELECTRIC POWER AUTHORITY
REGARDING EXHIBITS AND DEMONSTRATIVES IN CONNECTION
WITH THE HEARING ON THE MOTIONS FOR SUMMARY JUDGMENT**

The Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”), as Title III representative of Puerto Rico Electric Power Authority (“PREPA”), pursuant to section 315(b) of the *Puerto Rico Oversight, Management, and Economic Stability Act* (“PROMESA”),² respectfully submits this amended informative motion regarding exhibits and demonstratives in connection with the February 1, 2023 Hearing on the Summary Judgment Motions³ pursuant to

² PROMESA has been codified in 48 U.S.C. §§ 2101–2241.

³ The “Summary Judgment Motions” are the: (1) *Notice of Motion and Motion of the Financial Oversight and Management Board of Puerto Rico, as Title III Representative of the Puerto Rico Electric Power Authority, for Summary Judgment Pursuant to Bankruptcy Rule 7056* (Case No. 19-ap-391, ECF No. 62); and (2) *Memorandum in Support of Defendant/Counterclaim-Plaintiff’s and Intervenor-Defendants/Counterclaim-Plaintiffs’ Motion for Summary Judgment Against Plaintiffs/Counterclaim-Defendants* (Case No. 19-ap-391, ECF No. 62).

paragraph 8 of the Court's January 12, 2023 *Order Regarding Procedures for Hearing on February 1-2, 2023, Omnibus Hearing* [Case No. 17-3283, ECF No. 23253] (the "Procedures Order") and states as follows:

1. On January 30, 2023, the Oversight Board filed the *Informative Motion of the Financial Oversight and Management Board of Puerto Rico, as Title III Representative of the Puerto Rico Electric Power Authority Regarding Exhibits and Demonstratives in Connection With the Hearing on the Motions for Summary Judgment* [Adv. Proc. No. 19-00391-LTS, ECF No. 131] (the "Informative Motion"), identifying exhibits and demonstratives the Oversight Board may rely on at the February 1, 2023 Hearing on the Summary Judgment Motions.

2. On January 31, 2023, the Oversight Board filed the *Notice of Submission of Financial Oversight and Management Board's, as Title III Representative of the Puerto Rico Electric Power Authority, Exhibit and Demonstrative List in Connection With the Hearing on the Motions for Summary Judgment* [Adv. Proc. No. 19-00391-LTS, ECF No. 132], submitting the *Financial Oversight and Management Board for Puerto Rico's Exhibit and Demonstrative List in Connection with the Hearing on the Motions for Summary Judgment* (the "Exhibit List"), which contains the same exhibits and demonstratives listed in the Informative Motion.

3. On January 31, 2023, the Oversight Board filed the *Notice of Submission of Financial Oversight and Management Board's, as Title III Representative of the Puerto Rico Electric Power Authority, Corrected Exhibit and Demonstrative List in Connection With the Hearing on the Motions for Summary Judgment* [Adv. Proc. No. 19-00391-LTS, ECF No. 134], submitting the *Financial Oversight and Management Board for Puerto Rico's Corrected Exhibit and Demonstrative List in Connection with the Hearing on the Motions for Summary Judgment* (the "Corrected Exhibit List"), which contains an updated FOMB Ex. 4.

4. Below is a list of the exhibits and demonstratives contained in the Informative Motion, Exhibit List, and Corrected Exhibit List with docket references. The Oversight Board may rely on these exhibits and demonstratives at the February 1, 2023 Hearing on the Summary Judgment Motions. The Oversight Board continues to rely on the entirety of their written submissions on the Summary Judgment Motions, including all demonstratives and exhibits attached thereto, and reserves the right to modify this exhibit list and refer to any exhibit or demonstrative identified in any other parties' informative motion pursuant to paragraph 8 of the Procedures Order.

Name of Party		The Financial Oversight and Management Board for Puerto Rico	
Does the Party intend to offer evidence?		Yes	
Docket Entry No. for Party Exhibit List		Docket Entry No. 134 in Adv. Proc. No. 19-00391-LTS	
Demonstrative or Exhibit Identifier	Description	Docket Entry No. of Demonstrative or Exhibit ⁴	Pending Request to Seal?
Demonstratives			
FOMB Demonstrative No. 1	Form of Bond Excerpted from Joint Conformed Trust Agreement (Adv. Proc. No. 19-00391-LTS, ECF No. 118-1 at 7-12) (highlighting added)	Docket Entry No. 134-1	No
FOMB Demonstrative No. 2	Words of Agreement Clause Excerpted from Joint Conformed Trust Agreement (Adv. Proc. No. 19-00391-LTS, ECF No. 118-1 at 16) (highlighting added)	Docket Entry No. 134-2	No
FOMB Demonstrative No. 3	Portions of Section 507 Excerpted from Joint Conformed Trust Agreement (Adv. Proc. No. 19-00391-LTS, ECF No. 118-1 at 78) (highlighting added)	Docket Entry No. 134-3	No

⁴ All docket references in this column refer to those in Adv. Proc. No. 19-00391-LTS.

Demonstrative or Exhibit Identifier	Description	Docket Entry No. of Demonstrative or Exhibit⁴	Pending Request to Seal?
FOMB Demonstrative No. 4	Portions of Sections 503, 505-512 Excerpted from Joint Conformed Trust Agreement (Adv. Proc. No. 19-00391-LTS, ECF No. 118-1 at 70, 74, 79, 81, 83-85) (highlighting added)	Docket Entry No. 134-4	No
FOMB Demonstrative No. 5	Section 701 Excerpted from Joint Conformed Trust Agreement (Adv. Proc. No. 19-00391-LTS, ECF No. 118-1 at 93) (highlighting added)	Docket Entry No. 134-5	No
FOMB Demonstrative No. 6	Portions of Sections 804-805 Excerpted from Joint Conformed Trust Agreement (Adv. Proc. No. 19-00391-LTS, ECF No. 118-1 at 107-108) (highlighting added)	Docket Entry No. 134-6	No
FOMB Demonstrative No. 7	Opinions of Counsel Excerpted from Official Statement filed by PREPA on August 16, 2013, in connection with PREPA's Issuance of Power Revenue Bonds, Series 2013A (Adv. Proc. No. 19-00391-LTS, ECF No. 66-22 at 226-229) (highlighting added)	Docket Entry No. 134-7	No
FOMB Demonstrative No. 8	Specimen Bond for the Power Revenue Bonds, Series 2013A (Adv. Proc. No. 19-00391-LTS, ECF No. 66-23) (highlighting added)	Docket Entry No. 134-8	No
Exhibits			
FOMB Ex. 1	Joint Conformed Trust Agreement (Adv. Proc. No. 19-00391-LTS, ECF No. 118-1)	Docket Entry No. 134-9	No
FOMB Ex. 2	Official Statement filed by PREPA on August 16, 2013, in connection with PREPA's Issuance of Power Revenue Bonds, Series 2013A (Adv. Proc. No. 19-00391-LTS, ECF No. 66-22)	Docket Entry No. 134-10	No
FOMB Ex. 3	Specimen Bond for the Power Revenue Bonds, Series 2013A (Adv. Proc. No. 19-00391-LTS, ECF No. 66-23)	Docket Entry No. 134-11	No
FOMB Ex. 4	Financing Statements Naming PREPA as the Debtor (using both PREPA's English name and Spanish name) (Adv. Proc. No. 19-00391-LTS, ECF Nos. 65-5, 65-6)	Docket Entry Nos. 134-12 and 134-13	No

Demonstrative or Exhibit Identifier	Description	Docket Entry No. of Demonstrative or Exhibit ⁴	Pending Request to Seal?
FOMB Ex. 5	Declaration of Nelson Morales in Respect of Motion of the Puerto Rico Electric Power Authority, by and Through the Financial Oversight and Management Board for Puerto Rico, for Summary Judgment Pursuant to Bankruptcy Rule 7056 (Adv. Proc. No. 19-00391-LTS, ECF No. 66)	Docket Entry No. 134-14	No

[Remainder of Page Intentionally Left Blank]

Dated: January 31, 2023
San Juan, Puerto Rico

Respectfully submitted,
/s/ Martin J. Bienenstock

Martin J. Bienenstock
Ehud Barak
Margaret A. Dale
Jeff W. Levitan
Michael T. Mervis
Daniel S. Desatnik
Elliot R. Stevens
(Admitted *Pro Hac Vice*)
PROSKAUER ROSE LLP
Eleven Times Square
New York, NY 10036
Tel: (212) 969-3000
Fax: (212) 969-2900

Steven O. Weise
(Admitted *Pro Hac Vice*)
PROSKAUER ROSE LLP
2029 Century Park East, Suite 2400
Los Angeles, CA 90067
Tel: (310) 557-2900
Fax: (310) 557-2193

Paul V. Possinger
(Admitted *Pro Hac Vice*)
PROSKAUER ROSE LLP
70 West Madison, Suite 3800
Chicago, IL 60602
Tel: (312) 962-3550
Fax: (312) 962-3551

William D. Dalsen
(Admitted *Pro Hac Vice*)
PROSKAUER ROSE LLP
One International Place
Boston, MA 02110
Tel: (617) 526-9600
Fax: (617) 526-9899

Mee Rina Kim
(Admitted *Pro Hac Vice*)
PROSKAUER ROSE LLP
1001 Pennsylvania Avenue N.W.
Suite 600 South

Washington, DC 20004
Tel: (202) 416-6800
Fax: (202) 416-6899

Jared M. DuBosar
(Admitted *Pro Hac Vice*)
PROSKAUER ROSE LLP
2255 Glades Road, Suite 421 Atrium
Boca Raton, FL 33431
Tel: (561) 241-7400
Fax: (561) 241-7145

*Attorneys for the Financial
Oversight and Management Board
as sole Title III representative for PREPA*

/s/ Luis F. del Valle-Emmanuelli

Luis F. del Valle-Emmanuelli
USDC-PR No. 209514
P.O. Box 79897
Carolina, Puerto Rico 00984-9897
Tel. 787.647.3503
Fax. N/A
dvelawoffices@gmail.com

Of Counsel for A&S Legal Studio, PSC
434 Avenida Hostos
San Juan, PR 00918
Tel (787) 751-6764/763-0565
Fax (787) 763-8260

*Co-Attorney for the Financial
Oversight and Management Board
as Representative for PREPA*